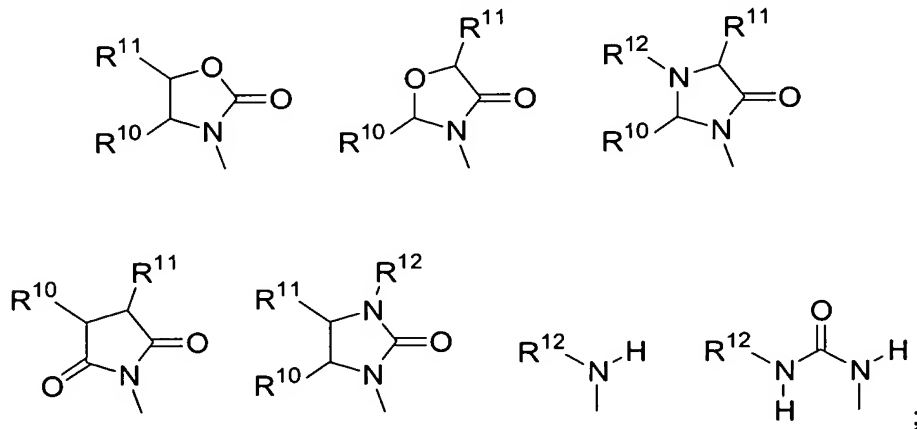


Under 37 C.F.R. § 1.121, please amend the claims as indicated below. In addition, please cancel claim 26 without prejudice. In addition, please add claim 29.

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$R^3$  is a structure selected from the group consisting of



R<sup>5</sup> is selected from the group consisting of hydrogen, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>8</sub> cycloalkyl, (C<sub>1</sub>-C<sub>4</sub> alkoxy)-(C<sub>1</sub>-C<sub>4</sub> alkyl), optionally substituted aryl(C<sub>1</sub>-C<sub>4</sub> alkyl), Y-, Y-(C<sub>1</sub>-C<sub>4</sub> alkyl), and R<sup>6</sup>R<sup>7</sup>N-(C<sub>2</sub>-C<sub>4</sub> alkyl);

R<sup>5'</sup> is selected from the group consisting of hydrogen, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>8</sub> cycloalkyl, (C<sub>1</sub>-C<sub>4</sub> alkoxy)-(C<sub>1</sub>-C<sub>4</sub> alkyl), optionally substituted aryl(C<sub>1</sub>-C<sub>4</sub> alkyl), Y', Y'-(C<sub>1</sub>-C<sub>4</sub> alkyl), and R<sup>6'</sup>R<sup>7'</sup>N-(C<sub>2</sub>-C<sub>4</sub> alkyl);

Y and Y' are each independently selected from the group consisting of tetrahydrofuryl, morpholinyl, pyrrolidinyl, piperidinyl, piperazinyl, homopiperazinyl, and quinuclidinyl; where said morpholinyl, pyrrolidinyl, piperidinyl, piperazinyl, homopiperazinyl, or quinuclidinyl is optionally N-substituted with C<sub>1</sub>-C<sub>4</sub> alkyl or optionally substituted aryl(C<sub>1</sub>-C<sub>4</sub> alkyl);

X is selected from the group consisting of C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>8</sub> cycloalkyl, (C<sub>1</sub>-C<sub>4</sub> alkoxy)-(C<sub>1</sub>-C<sub>4</sub> alkyl), optionally substituted aryl, optionally substituted aryl(C<sub>1</sub>-C<sub>4</sub> alkyl), optionally substituted aryl(C<sub>3</sub>-C<sub>7</sub> cycloalkyl), optionally substituted indan-1-yl, optionally substituted indan-2-yl, optionally substituted 1,2,3,4-tetrahydronaphth-1-yl, optionally substituted 1,2,3,4-tetrahydronaphth-2-yl, Y, Y-(C<sub>1</sub>-C<sub>4</sub> alkyl), R<sup>6</sup>R<sup>7</sup>N-, and R<sup>6</sup>R<sup>7</sup>N-(C<sub>2</sub>-C<sub>4</sub> alkyl);

R<sup>14</sup> is selected from the group consisting of hydroxy, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxycarbonyl, and benzyl; or R<sup>14</sup> and X are taken together with the attached nitrogen atom to form an optionally substituted first heterocycle, where said first heterocycle is selected from the group consisting of pyrrolidinyl, piperidinyl, piperazinyl, homopiperazinyl, pyrrolidinonyl, piperidinonyl, 2-(pyrrolidin-1-ylmethyl)pyrrolidin-1-yl, and 1,2,3,4-tetrahydroisoquinolin-2-yl;

X' is selected from the group consisting of C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>8</sub> cycloalkyl, (C<sub>1</sub>-C<sub>4</sub> alkoxy)-(C<sub>1</sub>-C<sub>4</sub> alkyl), optionally substituted aryl, optionally substituted aryl(C<sub>1</sub>-C<sub>4</sub> alkyl), optionally substituted aryl(C<sub>3</sub>-C<sub>7</sub> cycloalkyl), optionally substituted indan-1-yl, optionally substituted indan-2-yl, optionally substituted 1,2,3,4-tetrahydronaphth-1-yl, optionally substituted 1,2,3,4-tetrahydronaphth-2-yl, Y', Y'-(C<sub>1</sub>-C<sub>4</sub> alkyl), R<sup>6'</sup>R<sup>7'</sup>N-, and R<sup>6'</sup>R<sup>7'</sup>N-(C<sub>2</sub>-C<sub>4</sub> alkyl);

R<sup>14'</sup> is selected from the group consisting of hydroxy, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxycarbonyl, and benzyl; or R<sup>14'</sup> and X' are taken together with the attached nitrogen atom to form an optionally substituted second heterocycle, where said second heterocycle is selected from the group consisting of pyrrolidinyl, piperidinyl, piperazinyl, homopiperazinyl, pyrrolidinonyl, piperidinonyl, 2-(pyrrolidin-1-ylmethyl)pyrrolidin-1-yl, and 1,2,3,4-tetrahydroisoquinolin-2-yl;

R<sup>6</sup> is hydrogen or C<sub>1</sub>-C<sub>6</sub> alkyl; and R<sup>7</sup> is C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>8</sub> cycloalkyl, optionally substituted aryl, or optionally substituted aryl(C<sub>1</sub>-C<sub>4</sub> alkyl); or R<sup>6</sup> and R<sup>7</sup> are taken together with the attached nitrogen atom to form an heterocycle selected from the group

consisting of pyrrolidinyl, piperidinyl, morpholinyl, piperazinyl, and homopiperazinyl; where said piperazinyl or homopiperazinyl is optionally N-substituted with R<sup>13</sup>;

R<sup>6'</sup> is hydrogen or C<sub>1</sub>-C<sub>6</sub> alkyl; and R<sup>7'</sup> is C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>8</sub> cycloalkyl, optionally substituted aryl, or optionally substituted aryl(C<sub>1</sub>-C<sub>4</sub> alkyl); or R<sup>6'</sup> and R<sup>7'</sup> are taken together with the attached nitrogen atom to form an heterocycle selected from the group consisting of pyrrolidinyl, piperidinyl, morpholinyl, piperazinyl, and homopiperazinyl; where said piperazinyl or homopiperazinyl is optionally N-substituted with R<sup>13'</sup>;

R<sup>8</sup> and R<sup>8'</sup> are each independently selected from the group consisting of hydrogen, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>8</sub> cycloalkyl, optionally substituted aryl, and optionally substituted aryl(C<sub>1</sub>-C<sub>4</sub> alkyl); or R<sup>8</sup> and R<sup>8'</sup> are taken together with the attached nitrogen atom to form an heterocycle selected from the group consisting of optionally substituted pyrrolidinyl, piperidinyl, morpholinyl, piperazinyl, and homopiperazinyl;

R<sup>9</sup> is selected from the group consisting of hydrogen, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>8</sub> cycloalkyl, (C<sub>1</sub>-C<sub>4</sub> alkoxy)-(C<sub>1</sub>-C<sub>4</sub> alkyl), optionally substituted aryl, optionally substituted aryl(C<sub>1</sub>-C<sub>4</sub> alkyl), optionally substituted heteroaryl, optionally substituted heteroaryl(C<sub>1</sub>-C<sub>4</sub> alkyl), and R<sup>8</sup>R<sup>8'</sup>N-(C<sub>1</sub>-C<sub>4</sub> alkyl);

R<sup>10</sup> and R<sup>11</sup> are each independently selected from the group consisting of hydrogen, optionally substituted C<sub>1</sub>-C<sub>6</sub> alkyl, optionally substituted C<sub>3</sub>-C<sub>8</sub> cycloalkyl, C<sub>1</sub>-C<sub>4</sub> alkoxycarbonyl, C<sub>1</sub>-C<sub>5</sub> alkylcarbonyloxy, optionally substituted aryl, optionally substituted aryl(C<sub>1</sub>-C<sub>4</sub> alkyl), optionally substituted aryl(C<sub>1</sub>-C<sub>4</sub> alkyloxy), optionally substituted aryl(C<sub>1</sub>-C<sub>4</sub> alkylcarbonyloxy), diphenylmethoxy, and triphenylmethoxy;

R<sup>12</sup>, R<sup>13</sup>, and R<sup>13'</sup> are each independently selected from the group consisting of hydrogen, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>8</sub> cycloalkyl, C<sub>1</sub>-C<sub>4</sub> alkoxycarbonyl, optionally substituted aryloxy carbonyl, optionally substituted aryl(C<sub>1</sub>-C<sub>4</sub> alkyl), and optionally substituted aryloyl; and

hydrates, solvates, and pharmaceutically acceptable salts thereof.

2. (original) The compound of claim 1, wherein A is XNH-.

3. (original) The compound of claim 1, wherein A is R<sup>14</sup>XN-.

4. (original) The compound of claim 3, wherein R<sup>14</sup> is selected from the group consisting of hydroxy, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxycarbonyl, and benzyl; and where X is selected from the group consisting of C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>8</sub> cycloalkyl, (C<sub>1</sub>-C<sub>4</sub> alkoxy)-(C<sub>1</sub>-C<sub>4</sub> alkyl), optionally substituted aryl, optionally substituted aryl(C<sub>1</sub>-C<sub>4</sub> alkyl), optionally substituted aryl(C<sub>3</sub>-C<sub>7</sub> cycloalkyl), optionally substituted indan-1-yl, optionally substituted indan-2-yl, optionally substituted 1,2,3,4-tetrahydronaphth-1-yl, optionally substituted 1,2,3,4-tetrahydronaphth-2-yl, Y, Y-(C<sub>1</sub>-C<sub>4</sub> alkyl), R<sup>6</sup>R<sup>7</sup>N-, and R<sup>6</sup>R<sup>7</sup>N-(C<sub>2</sub>-C<sub>4</sub> alkyl).

5. (original) The compound of claim 3, wherein  $R^{14}$  and X are taken together with the attached nitrogen atom to form an optionally substituted first heterocycle.

6. (original) The compound of claim 3, wherein  $R^{14}$  and X are taken together with the attached nitrogen atom to form an optionally substituted first heterocycle substituted with a substituent selected from the group consisting of optionally substituted  $C_1$ - $C_6$  alkyl, optionally substituted  $C_3$ - $C_8$  cycloalkyl,  $C_1$ - $C_4$  alkoxy,  $C_1$ - $C_5$  alkylcarbonyloxy, optionally substituted aryl, optionally substituted aryl( $C_1$ - $C_4$  alkyl), optionally substituted aryl( $C_1$ - $C_4$  alkyloxy), optionally substituted aryl( $C_1$ - $C_4$  alkylcarbonyloxy),  $R^6R^7N$ -, and  $R^6R^7N$ -( $C_1$ - $C_4$  alkyl).

7. (original) The compound of claim 3, wherein  $R^{14}$  and X are taken together with the attached nitrogen atom to form a piperidinyl optionally substituted at the 4-position with hydroxy,  $C_1$ - $C_6$  alkyl,  $C_3$ - $C_8$  cycloalkyl,  $C_1$ - $C_4$  alkoxy, ( $C_1$ - $C_4$  alkoxy)carbonyl, (hydroxy( $C_2$ - $C_4$  alkyloxy))-( $C_2$ - $C_4$  alkyl),  $R^6R^7N$ -,  $R^6R^7N$ -( $C_1$ - $C_4$  alkyl), diphenylmethyl, optionally substituted aryl, optionally substituted aryl( $C_1$ - $C_4$  alkyl), or piperidin-1-yl( $C_1$ - $C_4$  alkyl).

8. (original) The compound of claim 3, wherein  $R^{14}$  and X are taken together with the attached nitrogen atom to form a piperazinyl optionally substituted at the 4-position with  $C_1$ - $C_6$  alkyl,  $C_3$ - $C_8$  cycloalkyl, optionally substituted aryl, optionally substituted aryl( $C_1$ - $C_4$  alkyl),  $\alpha$ -methylbenzyl, N-( $C_1$ - $C_5$  alkyl) acetamid-2-yl, N-( $C_3$ - $C_8$  cycloalkyl) acetamid-2-yl,  $R^6R^7N$ -, or ( $C_1$ - $C_4$  alkoxy)carbonyl.

9. (original) The compound of claim 3, wherein  $R^{14}$  and X are taken together with the attached nitrogen atom to form a homopiperazinyl optionally substituted in the 4-position with  $C_1$ - $C_4$  alkyl, aryl, or aryl( $C_1$ - $C_4$  alkyl).

10. (original) The compound of claim 1, wherein  $A'$  is  $XNH$ -.

11. (original) The compound of claim 1, wherein  $A'$  is  $R^{14}XN$ -.

12. (original) The compound of claim 11, wherein  $R^{14'}$  is selected from the group consisting of hydroxy,  $C_1$ - $C_6$  alkyl,  $C_1$ - $C_4$  alkoxy, and benzyl; and where  $X'$  is selected from the group consisting of  $C_1$ - $C_6$  alkyl,  $C_3$ - $C_8$  cycloalkyl, ( $C_1$ - $C_4$  alkoxy)-( $C_1$ - $C_4$  alkyl), optionally substituted aryl, optionally substituted aryl( $C_1$ - $C_4$  alkyl), optionally substituted aryl( $C_3$ - $C_7$  cycloalkyl), optionally substituted indan-1-yl, optionally substituted indan-2-yl, optionally substituted 1,2,3,4-tetrahydronaphth-1-yl, optionally substituted 1,2,3,4-tetrahydronaphth-2-yl,  $Y'$ ,  $Y'$ -( $C_1$ - $C_4$  alkyl),  $R^6R^7N$ -, and  $R^6R^7N$ -( $C_2$ - $C_4$  alkyl).

13. (original) The compound of claim 11, wherein  $R^{14'}$  and  $X'$  are taken together with the attached nitrogen atom to form an optionally substituted second heterocycle.

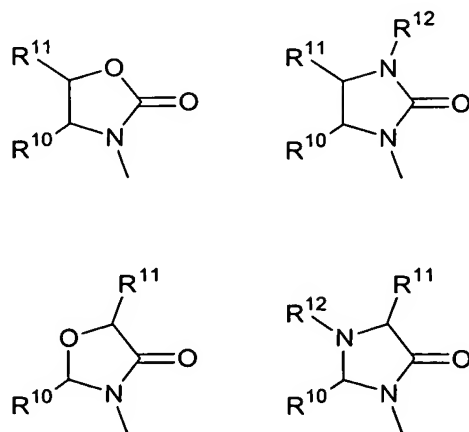
14. (original) The compound of claim 11, wherein  $R^{14'}$  and  $X'$  are taken together with the attached nitrogen atom to form an optionally substituted second heterocycle substituted with a substituent selected from the group consisting of optionally substituted  $C_1$ - $C_6$  alkyl, optionally substituted  $C_3$ - $C_8$  cycloalkyl,  $C_1$ - $C_4$  alkoxy,  $C_1$ - $C_5$  alkylcarbonyloxy, optionally substituted aryl, optionally substituted aryl( $C_1$ - $C_4$  alkyl), optionally substituted aryl( $C_1$ - $C_4$  alkyloxy), optionally substituted aryl( $C_1$ - $C_4$  alkylcarbonyloxy),  $R^6R^7N$ -, and  $R^6R^7N$ -( $C_1$ - $C_4$  alkyl).

15. (original) The compound of claim 11, wherein  $R^{14'}$  and  $X'$  are taken together with the attached nitrogen atom to form a piperidinyl optionally substituted at the 4-position with hydroxy,  $C_1$ - $C_6$  alkyl,  $C_3$ - $C_8$  cycloalkyl,  $C_1$ - $C_4$  alkoxy, ( $C_1$ - $C_4$  alkoxy)carbonyl, (hydroxy( $C_2$ - $C_4$  alkyloxy))-( $C_2$ - $C_4$  alkyl),  $R^6R^7N$ -,  $R^6R^7N$ -( $C_1$ - $C_4$  alkyl), diphenylmethyl, optionally substituted aryl, optionally substituted aryl( $C_1$ - $C_4$  alkyl), or piperidin-1-yl( $C_1$ - $C_4$  alkyl).

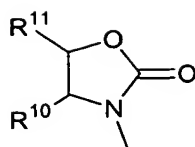
16. (original) The compound of claim 11, wherein  $R^{14'}$  and  $X'$  are taken together with the attached nitrogen atom to form a piperazinyl optionally substituted at the 4-position with  $C_1$ - $C_6$  alkyl,  $C_3$ - $C_8$  cycloalkyl, optionally substituted aryl, optionally substituted aryl( $C_1$ - $C_4$  alkyl),  $\alpha$ -methylbenzyl,  $N$ -( $C_1$ - $C_5$  alkyl) acetamid-2-yl,  $N$ -( $C_3$ - $C_8$  cycloalkyl) acetamid-2-yl,  $R^6R^7N$ -, or ( $C_1$ - $C_4$  alkoxy)carbonyl.

17. (original) The compound of claim 11, wherein  $R^{14'}$  and  $X'$  are taken together with the attached nitrogen atom to form a homopiperazinyl optionally substituted in the 4-position with  $C_1$ - $C_4$  alkyl, aryl, or aryl( $C_1$ - $C_4$  alkyl).

18. (original) The compound of claim 1, wherein  $R^3$  is a structure selected from the group consisting of



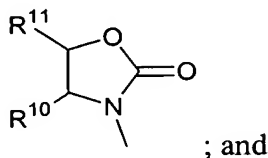
19. (original) The compound of claim 1, wherein  $R^3$  is



20. (original) The compound of claim 1, wherein R<sup>4</sup> is optionally substituted aryl(C<sub>1</sub>-C<sub>4</sub> alkyl), optionally substituted aryl(C<sub>2</sub>-C<sub>4</sub> alkenyl), or optionally substituted aryl(C<sub>2</sub>-C<sub>4</sub> alkynyl).

21. (original) The compound of claim 1, wherein R<sup>4</sup> is optionally substituted aryl(C<sub>2</sub>-C<sub>4</sub> alkenyl).

22. (original) The compound of claim 1, wherein R<sup>3</sup> is



; and

R<sup>10</sup> is optionally substituted phenyl.

23. (original) The compound of claim 18, wherein A is XNH-, where X is optionally substituted aryl(C<sub>1</sub>-C<sub>4</sub> alkyl).

24. (original) The compound of claim 18, wherein A' is R<sup>14'</sup>X'N-, where R<sup>14'</sup> and X' are taken together with the attached nitrogen atom to form an optionally substituted second heterocycle, said optionally second heterocycle selected from the group consisting of piperidinyl and piperazinyl.

25. (currently amended) A pharmaceutical composition comprising the compound of ~~any of the preceding claims~~ claim 1, where the compound is present in a pharmaceutically effective amount for treating a disease state responsive to antagonism of a vasopressin V<sub>1a</sub> receptor in a mammal in need of such treatment; and a pharmaceutically acceptable carrier, diluent, or excipient.

26. (canceled)

27. (currently amended) A method for treating a disease state responsive to antagonism of a vasopressin V<sub>1a</sub> receptor in a mammal in need of such treatment, the method comprising the step of administering to the mammal a pharmaceutically effective amount of a composition, said composition comprising the compound of claim 1 ~~any one of claims 1-24~~.

28. (currently amended) The method of claim 27, wherein the ~~compound composition further comprises is included in a pharmaceutical composition comprising the compound and~~ a pharmaceutically acceptable carrier, diluent, or excipient.

29. (New) The method of claim 27, wherein the disease state is selected from the group consisting of depression, anxiety, obsessive compulsive disorder, bipolar disorder, primary dysmenorrhoea, and premenstrual dysmenorrhoea dysphoria